

PROXY

I/We, the undersigned, (name of shareholder) with registered office at/residing at(the "Principal"), being the holder ofregistered shares of

d'Amico International Shipping S.A.

a *société anonyme* governed by the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under section B, number 124.790 and having its registered office at 25 C, boulevard Royal, L-2449 Luxembourg (the "**Company**"),

hereby constitute and appoint

.....or, in his absence, the Chairman¹ of the meeting (the "**Agent**"),

as the Principal's true and lawful Agent for the purpose of representing the Principal at the annual general meeting of shareholders of the Company to be held in Luxembourg, on 2 April 2014 at 11.00 a.m. Luxembourg time (the "**Meeting**"), with the following

Agenda

- I. *Consideration of the reports of the Company's Board of Directors and of the Company's auditor ("réviseur d'entreprises agréé") on the annual accounts of the Company as at 31 December 2013;*
- II. *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2013 and of the Company's statutory annual accounts as at 31 December 2013;*
- III. *Approval of the allocation of results for the 2013 year and payment of dividends;*
- IV. *Discharge of the members of the Board of Directors for the year ended on 31 December 2013;*
- V. *Approval of Directors fees;*
- VI. *Consideration and evaluation of Section I of the Report of the Board of Directors on 2013 Remunerations and of the 2014/2016 General Remuneration Policy;*
- VII. *Appointment of the members of the Board of Directors for a term ending at the Company's annual general meeting of shareholders to be held in 2017;*
- VIII. *Appointment of external independent auditor for a period ending at the Company's annual general meeting of shareholders to be held in 2017.*

The Agent may represent the Principal at the Meeting or any adjourned meeting of the annual general meeting of shareholders convened for the purpose of resolving on the above agenda, waive any convening formalities or publications, vote on the Principal's behalf on any resolutions submitted to said meeting, sign any attendance list, minutes or any other documents and, in general, do whatever seems appropriate or useful, promising ratification.

¹ Please note, for the purposes of assessing possible conflicts of interest, that the Chairman of the meeting may potentially be an employee, a member of the board of directors, a shareholder, an adviser or service provider of the Company.

The Agent is more in particular instructed to vote in the following manner on behalf of the Principal on the resolutions of the agenda of the Meeting:

- *Acknowledgment of the reports of the Company's Board of Directors and the independent external auditor ("réviseur d'entreprises agréé") on the consolidated and statutory annual accounts of the Company as at 31 December 2013.*

For Against Abstention

- *Approval of the statutory annual accounts of the Company as at 31 December 2013 and the consolidated annual accounts of the Company as at 31 December 2013.*

For Against Abstention

- *Approval of the the allocation of results for the year 2013 and payment of dividends;*

For Against Abstention

- *Discharge, in accordance with applicable Luxembourg laws and regulations, to the members of the Board of Directors of the Company for carrying out their functions in the financial year ended on 31 December 2013.*

For Against Abstention

- *Approval of the set-up of the Directors' fees for the 2014 financial year at the aggregate fixed gross amount of EUR 780,000 and authorization and empowerment of the Board of Directors to allocate the said amount amongst the Directors.*

For Against Abstention

- *Consideration and evaluation of Section I of the Report of the Board of Directors on 2013 Remunerations and of the 2014/2016 General Remuneration Policy.*

For Against Abstention

- *Re-appointment of Mr Paolo d'AMICO, Mr Cesare d'AMICO, Mr Marco FIORI, Mr Giovanni BARBERIS, Mr Massimo CASTROGIOVANNI, Mr John J. DANILOVICH, Mr Heinz P. BARANDUN, Mr Stas A. JOZWIAK and Mr Giovanni Battista NUNZIANTE as members of*

the Board of Directors for a term ending at the Company's annual general meeting of shareholders to be held in 2017.

For Against Abstention

- *Appointment of PricewaterhouseCoopers, société coopérative governed by the laws of Luxembourg (registered with the Luxembourg Registry of Trade and Companies under number B0065477), as external independent auditor of the Company (réviseur d'entreprises agréé) for the purpose of auditing both the statutory and consolidated accounts of the Company, for a period ending at the Company's annual general meeting of Shareholders to be held in 2017, further entrusting the Board of Directors of the Company to approve the conditions of appointment of the external independent auditor, including its fees, as may be necessary and appropriate.*

For Against Abstention

Please indicate with an "X" in the appropriate boxes how you wish the Agent to vote.

The Principal acknowledges that the Agent is to vote as instructed in respect of the resolutions specified above and that, if the appropriate boxes are not ticked for each of the above resolutions, the Agent will abstain on the resolutions in respect of which the boxes are not ticked and, unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the Meeting.

The Principal acknowledges that if the Principal completes and returns this proxy form this will not prevent the Principal from attending in person and voting at the Meeting should the Principal subsequently decide to do so.

This proxy shall be received, duly signed and dated, either by hand with acknowledgment of receipt, by registered post with acknowledgment of receipt, by special courier service using an internationally recognised courier company, by email or by fax to BNP Paribas Securities Services, Luxembourg branch with copy to the Company at the postal or email address or fax number indicated in the convening notice no later than **05:00 p.m. (Luxembourg time) on 28 March 2014.**

Executed in _____ on _____ 2014.

By
Name of shareholder:
Represented by:
Name of representative:
Title of representative: